

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of Registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

77-0481679

(I.R.S. Employer Identification Number)

**Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
(441) 296-6395**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Marvell Technology Group Ltd.
Amended and Restated 1995 Stock Option Plan
Marvell Technology Group Ltd.
Amended 2000 Employee Stock Purchase Plan
(Full title of the plan)**

**Eric Janofsky
Vice President
Marvell Semiconductor, Inc.
5488 Marvell Lane
Santa Clara, California 95054
(408) 222-2500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Carmen Chang, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ x

Accelerated filer ☐ o

Non-accelerated filer ☐ o (Do not check if a smaller reporting company)

Smaller reporting company ☐ o

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee (3)
Common shares, par value \$0.002 per share, to be issued under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan	30,004,771 shares	\$16.475	\$494,328,602.23	\$19,428
Common shares, par value \$0.002 per share, to be issued under the Marvell Technology Group Ltd. Amended	8,000,000 shares	\$16.475	\$131,800,000.00	\$5,180

documents. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Appleby.
10.1	Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.24 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 30, 2005, as filed on September 8, 2005.
10.2	Form of Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended January 28, 2006, as filed on April 13, 2006.
10.3	Form of Restricted Stock Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K for the year ended January 28, 2006, as filed on April 13, 2006.
10.4	Amended 2000 Employee Stock Purchase Plan, incorporated by reference to Exhibit 10.19 to the Registrant's Quarterly Report on Form 10-Q for the period ended August 2, 2003, as filed on September 15, 2003.
10.5	Amendment to the Amended 2000 Employee Stock Purchase Plan.
10.6	Form of Notice of Stock Unit Award and Form of Stock Unit Agreement, incorporated by reference to Exhibit 10.34 to the Registrant's Annual Report on Form 10-K for the year ended January 27, 2007, as filed on July 2, 2007.
10.7	Form of Subscription Agreement for use under the Amended 2000 Employee Stock Purchase Plan, incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-8, as filed on January 11, 2008.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Appleby (included in Exhibit 5.1).
24.1	Power of Attorney (included in signature page to this Registration Statement).

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

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(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to the information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The Registrant undertakes that in a primary offering of securities of the Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the Registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the Registrant or used or referred to by the undersigned Registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the Registrant or its securities provided by or on behalf of the Registrant; and
- (iv) Any other communication that is an offer in the offering made by the Registrant to the purchaser.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act, and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 20th day of June 2008.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Sehat Sutardja
 Name: Dr. Sehat Sutardja
 Title: *President and Chief Executive Officer*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. Sehat Sutardja and George A. de Urioste and each of them, acting individually, as his attorney-in-fact, with full power of substitution, for him and in any and all capacities, to sign any and all amendments to this Registration Statement on this Form S-8 (including any post-effective amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sehat Sutardja</u> Dr. Sehat Sutardja	Chairman of the Board, President and Chief Executive Officer (<i>Principal Executive Officer</i>)	June 20, 2008
<u>/s/ George de Urioste</u> George de Urioste	Interim Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	June 19, 2008
<u>/s/ Pantas Sutardja</u> Dr. Pantas Sutardja	Director, Vice President, Chief Technology Officer, Acting Chief Operating Officer and Chief Research and Development Officer	June 20, 2008
<u>/s/ Herbert Chang</u> Herbert Chang	Director	June 20, 2008
<u>/s/ Juergen Gromer</u> Dr. Juergen Gromer	Director	June 19, 2008
<u>/s/ Arturo Krueger</u> Arturo Krueger	Director	June 19, 2008

EXHIBIT INDEX

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e-mail:

mjones@applebyglobal.com

direct dial:

Tel (441) 298 3223

Fax (441) 298 3479

your ref:

appleby ref:

MJ/jr/124194.28

Marvell Technology Group Ltd.

Argyle House
41A Cedar Avenue
Hamilton HM 12
Bermuda

Dear Sirs

20 June 2008

U.S. Securities and Exchange Commission Registration Statement on Form S-8

We have acted as attorneys in Bermuda for Marvell Technology Group Ltd., a Bermuda company (the “Company”), in connection with its filing with the United States Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) with respect to 30,004,771 of the Company’s common shares, par value US\$0.002 per share, to be issued pursuant to the terms of the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan (as amended through May 7, 2003); and 8,000,000 of the Company’s common shares, par value US\$0.002 per share to be issued pursuant to the terms of the Marvell Technology Group Ltd. Amended 2000 Employee Stock Purchase Plan (as amended through May 30, 2007) (together, the “Common Shares”).

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the Schedule to this opinion (the “Documents”) together with such other documentation as we have considered requisite to this opinion.

Assumptions

In stating our opinion we have assumed:

- (a) the authenticity, accuracy and completeness of all Documents and other documentation examined by us submitted to us as originals and the conformity to authentic original documents of all Documents and other documentation submitted to us as certified, conformed, notarised or photostatic copies;
 - (b) the genuineness of all signatures on the Documents;
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- (c) that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;
 - (d) that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would have a material effect on any of the opinions herein expressed;
 - (e) that all representations and factual statements appearing in the Registration Statement, the Plans and the Resolutions, other than as to the laws of Bermuda, are true, accurate and complete in all material respects;
 - (f) that the Resolutions are in full force and effect and have not been rescinded, either in whole or in part, and accurately record: (i) the resolutions passed by the Board of Directors and Members of the Company in meetings which were duly convened and at which a duly constituted quorum was present and voting throughout (ii) resolutions adopted by all the Directors of the Company as unanimous written resolutions of the Board of Directors and (iii) resolutions adopted by all the Members of the Company as unanimous written resolutions of the Members of the Company; and further that there is no matter affecting the authority of the Directors to effect the issue of the Common Shares by the Company under the terms of the Plans, not disclosed by the Constitutional Documents or the Resolutions, which would have any adverse implication in relation to the opinions expressed herein;
 - (g) that any awards granted under the Plans relevant to this opinion (each an “Award” and collectively, the “Awards”) will constitute the legal, valid and binding obligations of the parties thereto, other than the Company;
 - (h) that each Director of the Company, when the Board of Directors of the Company passed the Board Resolutions, discharged his fiduciary duty owed to the Company and acted honestly and in good faith with a view to the best interests of the Company;
 - (i) that the Company has entered into its obligations under the Plans in good faith for the purpose of carrying on its business and that, at the time it did so, there were reasonable grounds for believing that the transactions contemplated in the respective Plan would benefit the Company;
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- (j) that at the time of issue by the Executive Compensation Committee of the Board of Directors (the “Committee”) of any Award, or any Common Shares pursuant to any such Award, such Committee was duly constituted and at the date hereof remains a duly constituted committee of the Board of Directors of the Company having the necessary powers and authorities to issue Awards and Common Shares pursuant to the Plans;

- (k) that the approval of the issue of any Award and of any Common Shares issued pursuant to any such Award will be duly made either at a duly convened and quorate meeting of the Board of Directors of the Company, or at a duly convened and quorate meeting of the Committee in a manner complying with the terms of the Bye-laws of the Company then in force and within the authority then given to the Committee by the Board of Directors of the Company;
 - (l) that when the issue of any Common Shares under the Plans is authorised, the issue price will not be less than the par value of the Common Shares and that the Company will have sufficient authorised share capital to effect such issue and will continue to hold the necessary permission from the Bermuda Monetary Authority for such share issue;
 - (m) that in any case where Common Shares are issued by the Company pursuant to the Plans on the terms of an Award that does not require the allottee to pay to the Company a cash subscription price for such Common Shares, the Company will receive prior to the allotment of shares either a transfer to it of assets or the provision of services by the allottee with a fair value at least equivalent to the aggregate par value of the Common Shares issued to him pursuant to that Award;
 - (n) that when filed with the United States Securities and Exchange Commission, the Registration Statement will not differ in any material respect from the draft referred to in paragraph 1 of the Schedule;
 - (o) that the records which were the subject of the Company Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Company Search been materially altered; and
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- (p) that the records which were the subject of the Litigation Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Litigation Search been materially altered.

Opinion

Based upon and subject to the foregoing and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that:

- (1) The Company is an exempted company incorporated with limited liability and is validly existing and in good standing under the laws of Bermuda and has all requisite corporate power and authority to issue the Common Shares.
- (2) When issued pursuant to the applicable Resolutions and the Plans, all necessary corporate action required to be taken by the Company in connection with the issue by the Company of the Common Shares pursuant to Bermuda law will have been taken by or on behalf of the Company, and all necessary approvals of Governmental authorities in Bermuda have been duly obtained for the issue by the Company of the Common Shares.
- (3) When the Common Shares have been issued and paid for pursuant to and in accordance with the terms and conditions referred to or summarized in the applicable Resolutions and the Plans, the Common Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.
- (4) There are no taxes, duties or other charges payable to or chargeable by the Government of Bermuda, or any authority or agency thereof, in respect of the issue of the Common Shares.

Reservations

We have the following reservations:

- (a) We express no opinion as to any law other than Bermuda law and none of the opinions expressed herein relates to compliance with or matters governed by the laws
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of any jurisdiction except Bermuda. This opinion is limited to Bermuda law as applied by the courts of Bermuda at the date hereof.

- (b) Any reference in this opinion to Common Shares being “non-assessable” shall mean, in relation to fully paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of such Common Shares, that no shareholder shall be bound by an alteration to the Memorandum of Association or Bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for additional shares, or in any way increases his liability to contribute to the share capital of, or otherwise to pay money to, the Company.
- (c) Searches of the Register of Companies at the office of the Registrar of Companies are not conclusive and it should be noted that the Register of Companies does not reveal:
 - (i) details of matters which have been lodged for filing or registration which as a matter of general practice of the Registrar of Companies would have or should have been disclosed on the public file but have not actually been registered or to the extent that they have been registered have not been disclosed or do not appear in the public records at the date and time the search is concluded; or
 - (ii) details of matters which should have been lodged for registration but have not been lodged for registration at the date the search is concluded.
- (d) In order to issue this opinion we have carried out the Searches as referred to in paragraphs 5 and 6 of the Schedule and have not enquired as to whether there has been any change since the date of the Searches.

- (e) In opinion paragraph (1) above the term “good standing” means that the Company has received a Certificate of Compliance issued by the Registrar of Companies.

Disclosure

This opinion is addressed to you in connection with the registration of the Common Shares with the United States Securities and Exchange Commission. Further, this opinion speaks as

of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. We hereby consent to the inclusion of the opinion as an exhibit to the Registration Statement.

This opinion is governed by and is to be construed in accordance with Bermuda law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Bermuda.

Yours faithfully

/s/ Appleby

APPLEBY

SCHEDULE

1. An electronic copy of the draft Form S-8 Registration Statement received on 9 June 2008 (excluding the exhibits and excluding the documents incorporated by reference) in an email from Michael Post of Marvell Semiconductor, Inc.
 2. An electronic copy of the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan (as amended through May 7, 2003).
 3. An electronic copy of the Marvell Technology Group Ltd. Amended 2000 Employee Stock Purchase Plan (as amended through May 30, 2007).

(The documents listed in 2 and 3 above are each referred to herein as a “Plan” and collectively as the “Plans”).
 4. Copies of the Written Resolution of the Board of Directors of the Company effective on 18 April 1995, the Minutes of the Meeting of the Board of Directors of the Company held on 28 January 1997, the Minutes of the Meeting of the Board of Directors of the Company held on 8 May 2000, the Written Resolution of the Board of Directors of the Company effective on 8 February 2001, the Minutes of the Meeting of the Board of Directors of the Company held on 6 May 2001, the Written Resolution of the Board of Directors of the Company effective on 1 May 2003, Minutes of the Meeting of the Board of Directors of the Company held on 7 May 2003, the Written Resolutions of the Board of Directors of the Company effective on 1 June 2007 and the Minutes of the Meeting of the Board of Directors of the Company held on 21 March 2008 (the “Board Resolutions”), the Written Resolution of the Members of the Company effective 11 April 1995, the Minutes of the Meeting of the Members of the Company held on 5 August 1997, the Minutes of the Meeting of the Members of the Company held on 17 June 2000, the Minutes of the Meeting of the Members of the Company held on 21 June 2001 and the Minutes of the Meeting of the Members of the Company held on 27 June 2003 (the “Members’ Resolutions” and together with the Board Resolutions, the “Resolutions”).
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5. The entries and filings shown in respect of the Company on the file of the Company maintained in the Register of Companies at the office of the Registrar of Companies in Hamilton, Bermuda, as revealed by a search done on 20 June 2008 (the “Company Search”).
 6. The entries and filings shown in respect of the Company in the Supreme Court Causes Book maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a search done on 20 June 2008 (the “Litigation Search”).

(The Company Search and the Litigation Search are collectively referred to as the “Searches”).
 7. An electronic copy of an Officer’s Certificate dated 20 June 2008 signed by Eric Janofsky, Acting Secretary of Marvell Technology Group Ltd. attaching true and correct copies of the Certificate of Incorporation, Memorandum of Association and the Second Amended and Restated Bye-laws of the Company incorporating all amendments to 21 June 2001 (collectively referred to as the “Constitutional Documents”).
 8. A copy of the permission dated 31 May 2000 given by the Bermuda Monetary Authority under the Exchange Control Act (1972) and related regulations for the issue of shares in the capital of the Company.
 9. A copy of the Notice to the Public dated 1 June 2005 issued by the Bermuda Monetary Authority under the Exchange Control Act 1972 and related regulations which grants general permission for the issue and transferability of Equity Securities of a Bermuda company which are listed on an Appointed Stock exchange, from and/or to a person who is non-resident in Bermuda, for as long as the Equity Securities of the company remain so listed.
 10. A Certificate of Compliance issued by the Registrar of Companies and dated 20 June 2008.
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**AMENDMENT TO THE MARVELL TECHNOLOGY GROUP LTD.
AMENDED 2000 EMPLOYEE STOCK PURCHASE PLAN**

The Marvell Technology Group Ltd. Amended 2000 Employee Stock Purchase Plan (the “Plan”) is hereby amended effective May 30, 2007. as follows:

- I. Section 4(b) of the Plan is amended to provide in its entirety as follows:

“(b) a new Offering Period shall begin on each June 8 and December 8 while this Plan is in effect;”

2. Section 5 of the Plan is amended to add the following subsection (e) at the end thereof:

“(e) Notwithstanding any provision of the Plan to the contrary, each eligible Employee (determined pursuant to Section 3) shall be automatically enrolled in the Offering Period commencing on June 8, 2007 (the “June 8 Offering Period”); provided, however, that each eligible Employee who was automatically enrolled in the Offering Period that commenced on December 8, 2006, shall continue to be enrolled in that Offering Period, subject to the provisions of Sections 5(c) and (d) and Section 10 of the Plan. Each Participant who is enrolled in the June 8 Offering Period will be entitled to continue to participate in such Offering Period only if the Participant completes a subscription agreement, in such form as the Administrator may approve, authorizing Payroll deductions to commence after the S-8 Effective Date and delivers it to the Administrator (i) no earlier than the S-8 Effective Date and (ii) no later than the last day of the Enrollment Window. A Participant who is enrolled in the June 8 Offering Period and who fails to submit during the Enrollment Window a subscription agreement authorizing the commencement of Payroll deductions will be automatically terminated from participation in the June 8 Offering Period.”

3. Section 6(b) of the Plan is amended to provide in its entirety as follows:

“(b) A Participant’s Payroll deductions shall be credited to his or her account under this Plan. A Participant may not make any additional payments into his or her account. Notwithstanding the foregoing, effective for the December 8 Offering Period and the June 8 Offering Period, a Participant may, on such terms and conditions as the Administrator may prescribe, make a payment to his or her account under the Plan in an amount not to exceed the aggregate Payroll deductions that would have been made for that Offering Period, based on the Payroll deduction rate authorized by the Participant in the Participant’s subscription agreement filed during the Enrollment Window, during the period of time beginning on June 8, 2007, and ending on the S-8 Effective Date. Such payment, if administratively feasible, must be made by check within, thirty (30) days of the S-8 Effective Date and in accordance with such other terms and conditions prescribed by the Company.”

4. Section 8(a) of the Plan is amended to provide in its entirety as follows:

“(a) The Administrator shall establish one or more Purchase Dates for each Offering Period. Unless otherwise determined by the Administrator, each June 7 and December 7 in an Offering Period shall be a Purchase Date.”

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 26, 2008 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Marvell Technology Group Ltd.'s Annual Report on Form 10-K for the year ended February 2, 2008.

/s/ PricewaterhouseCoopers LLP

San Jose, California

June 20, 2008
